

AFFIDAVIT OF PRINCIPAL AGENT

40116035



OF

BROWN & ROOT, INC.

(Name of Corporation)

STATE OF MISSOURI,

COUNTY OF

} SS

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D'Arcy M. Cashin

, principal agent in Missouri

of

BROWN & ROOT, INC.

, a corporation duly incorporated

under the laws of the State of Texas, on the 2nd

day of July, 19 29, for a term of 50 years

being duly sworn, upon his oath, states that he represents said corporation as its principal

agent in the State of Missouri, that the amount of authorized capital stock of said corpora

tion is \$ 1,000,000.00 par value stock and no shares of no par

value stock that 10,000 shares of the par value of \$ 100.00 per

share are issued, that no shares of no par value stock are issued and the capital

represented by such shares is \$ no that the entire amount of capital

and surplus (value of corporation s assets) of the corporation is \$ 2,453,097.05

that the total property and business of the corporation is \$ 57,450,383.60 that

the property located in Missouri is \$ None the estimated property

to be located in Missouri for the first year is \$ No, and business

transacted in Missouri is \$ None the estimated business to be trans

acted in Missouri for the first year is \$ 80,000.00 that the proportion of

the capital and surplus of said corporation represented by its property now located and

business now transacted in the State of Missouri, as shown above is \$ None,

and the proportion of the capital and surplus represented by its contemplated property to

be located and business to be transacted in Missouri for the first year will be

\$ 3,434.34 that the location of the principal office of said corporation

or place for the transaction of its business in the State of Missouri is Joplin

and the address where legal services may be obtained

upon it by serving such agent is 216 West Fourth Street, Rooms 107-112

D'Arcy M. Cashin
 Principal Agent

Subscribed and sworn to before me, this 21 day of May, 19 43

My commission expires Dec 4th 1946

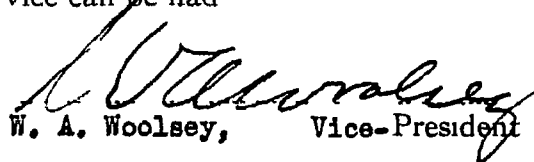
C E Byrd
 Notary Public

APPOINTMENT OF AGENT

of

FOREIGN CORPORATION

We **W. A. Woolsey,** Vice-president, and **D. G. Young**
secretary of ~~the~~ **Brown & Root, Inc.**
a corporation formed under the laws of the State of **Texas**
which is seeking a license to transact business in Missouri with location of its
principal office in Missouri at **Joplin** do hereby certify
that **D'Arcy M. Cashin** has been duly appointed
by said corporation as its principal agent or officer in Missouri upon whom legal
service may be obtained, and that he is duly authorized to represent said corpora
tion in said state, with his office at the location above set forth We further
certify that if service cannot be had upon such agent, or upon his duly appointed
successor, on account of absence, death or inability of serving officer to find such
agent, that the Secretary of State of the State of Missouri is hereby designated as
agent of the corporation upon whom service can be had


W. A. Woolsey, Vice-President

(Corporate Seal)

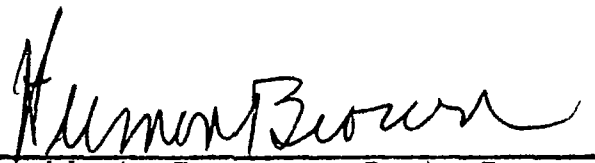

D. G. Young, Secretary

STATE OF TEXAS

COUNTY OF FAIRFIS

I, Herman Prowr, do solemnly swear that I am the president of Prown and Root, Inc., duly incorporated under the laws of the State of Texas on the 2nd day of July, 1929, which corporation is making application for a certificate of authority to transact and conduct business in the State of Missouri, and that I am duly authorized to represent said corporation in making this affidavit, and I do further swear that the said Prown and Root, Inc., is not now and has not at any time within one year from the date of this affidavit, created, entered into, become a member of or participated in any pool, trust, agreement, combination, confederation or understanding with any other corporation, partnership, individual, or any other person or association of persons, to regulate or fix the price of any article of manufacture, mechanism, merchandise, commodity, convenience, repair, any product of mining, or any article or thing whatsoever, or the price or premium to be paid for insuring property against loss or damage by fire, lightning or storm, and that it has not entered into or become a member of or a party to any pool, trust, agreement, contract, combination or confederation to fix or limit the amount or quantity of any article of manufacture, mechanism, merchandise, commodity, convenience, repair, any product of mining, or any article or thing whatsoever, or the price or premium to be paid for insuring property against loss or damage by fire, lightning or storm, and that it has not issued and does not own any trust certificates, and for any corporation, agent, officer or employee, or for the directors or stockholders of any corporation, has not entered into and is not now in any combination, contract or agreement with any person or persons, corporation or corporations or with any stockholder or director thereof, the purpose and effect of which said combination, contract or agreement would be to place the management or control of such combination or combinations, or the manufactured product hereof, in

the hands of any trustee or trustees, with the intent to limit or fix the price or lessen the production and sale of any article of commerce, use or consumption, or proven, restrict or diminish the manufacture or output of any article, and that it has not made or entered into any arrangement, contract or agreement with any person, association or corporation designed to lessen or which tends to lessen full and free competition in the importation, manufacture or sale of any article, product or commodity in this state, or under the terms of which it is proposed, stipulated, provided, agreed or understood that any particular or specified article, produce or commodity shall be dealt in, sold or offered for sale in this state to the exclusion, in whole or in part, of any competing article, product or commodity.



President, Crown and Root, Inc.

Subscribed and sworn to before me, a notary public
in and for Harris County, Texas, this 7 day of May, 1943.

CARL BURKHART, 

Notary Public, Harris County, Texas

THE STATE OF TEXAS
COUNTY OF HARRIS

I, Herman Brown, President of Brown & Root, Inc., a corporation organized under the laws of the State of Texas, with a capital stock of \$1,000,000.00, divided into 1,000 shares of the par value of \$100.00 each, as authorized by its charter filed with and approved by the Secretary of State of the State of Texas on the 2nd day of July, 192 , do hereby certify that all of such stock has been in good faith subscribed and actually paid up as follows

The corporation was originally incorporated with a capital stock of \$200,000.00 to operate a business previously operated as a partnership. The corporation assumed the liabilities of the partnership totalling \$122,722.41, and the capital stock of the corporation was subscribed and paid in by the partners by transfer of the assets of the partnership valued at \$345,818.43 as follows

Cash in Bank - - - - -	\$ 17,746.82
Deposits - - - - -	650.00
Accounts Receivable - - - - -	9,292.02
Notes Receivable	328.68
Due on Retainage & Estimates - - -	134,081.56
Paving Certificates - - - - -	77,766.59
Construction Equipment - - - - -	75,560.91
Furniture & Fixtures - - - - -	2,791.85
REAL ESTATE:	
Georgetown Warehouse - Part of - -	6,000.00
Lots 2 & 3, Block 49, Georgetown, Texas	
Austin Warehouse - Lots 1,2,3,4 - -	17,000.00
& 8, Block 24 of the original Town of Austin	
Spur Track, Houston - - - - -	<u>4,000.00</u>
TOTAL - - - - -	27,000.00 -- \$345,818.43

On the 13th day of March, 1936, the capital stock of the corporation was increased from \$200,000.00 to \$700,000.00, which stock was paid up by transfer by the corporation from earned surplus of the corporation and by the payment of cash to the corporation.

On the 31st day of December, 1942, the capital stock was increased from \$700,000.00 to \$1,000,000.00, all of which stock was paid in by the corporation declaring a stock dividend out of earned surplus.

WITNESS MY HAND this the 7 day of May, 1943

Herman Brown
President, Brown & Root, Inc

SUBSCRIBED AND SIGNED to before me this 7 day of May, 1943.

CARL BURKHARDT

Carl Burkhardt
Notary Public, Harris County,
Texas.

THE STATE OF MISSOURI

COJ TEL

Jasper

D'Arcy, J. Cashin, principal agent in the State of Missouri of Brownfoot, Inc., a corporation duly incorporated under the laws of the State of Texas on the 2nd day of July, 1928, for a term of fifty years, being duly sworn upon his oath states that he represents said corporation as its principal agent in the State of Missouri, that the amount of capital stock of said corporation is \$1,000,000.00, and that none of the capital stock of said corporation is represented at this time by property located or business transacted in the State of Missouri, that the principal office of said corporation or place for the transaction of its business in the State of Missouri is located in the City of Joplin, Missouri, at Room 107-112, 216 West Fourth St., Joplin, Mo., that legal service may be obtained from the said corporation by service upon him, as such principal agent at the above address, and that if service cannot be obtained upon him as such agent, then service may be had on the Secretary of State of the State of Missouri.

W. M. Cashin

SUBSCRIBED AND SWORN TO before me this 11th day of May, 1943.

G. E. Byrd, Notary Public


My Commission Expires Dec 4, 1946

THE STATE OF TEXAS
COUNTY OF HARRIS

I, Herman Brown, President, and D. J. Young, Secretary, of Brown & Root, Inc., a corporation duly organized and existing under the laws of the State of Texas by charter dated the 2nd day of July, 1929, with its principal office located at Austin, Travis County, Texas, do solemnly swear that in making application for license to do business in the State of Missouri, we are duly authorized to represent said corporation in making this affidavit, and that it is the desire of said corporation to carry on in the State of Missouri solely the business of contracting for the erection, construction or repair of any building, structure or improvement, public or private, and erecting, constructing, or repairing the same, or any part thereof, and acquiring, owning, or preparing for use any materials for said purposes, all of which is authorized by its charter, and that if said corporation is licensed, it will not do or transact any other business in the State of Missouri, or exercise any other or further powers, rights or privileges than those set out above, whether or not its charter powers be so limited.

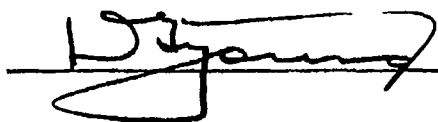


President, Brown & Root, Inc.



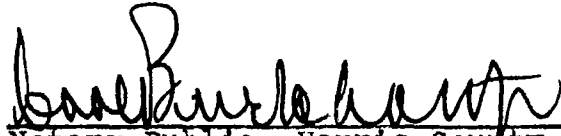
Secretary, Brown & Root, Inc.

ATTEST:



SUBSCRIBED AND SWORN to before me this 7 day of May, 1943.

CARL BURYHART, JR.



Notary Public, Harris County, Texas.



The State of Texas

Secretary of State

I, SIDNEY LATHAM, Secretary of State of the State of Texas,
DO HEREBY CERTIFY that the foregoing is a true and correct copy
of the charter and the two amendments of the BROWN & ROOT, INC ,
a domestic corporation domiciled at Austin, Travis County, Texas,
as filed for record in this Office on the respective dates shown



IN TESTIMONY WHEREOF I have here
unto signed my name officially and caused to
be impressed hereon the Seal of State at my
office in the City of Austin this 5th
day of May -- -- A D , 19 43

Sidney Latham
Secretary of State

STATE OF TEXAS,
COUNTY OF TRAVIS.

KNOW ALL MEN BY THESE PRESENTS:

OK
7-2-29
H. L. S.

That we, Herman Brown and Margaret Root Brown, citizens of Travis County, Texas, and George R. Brown, a citizen of Harris County, Texas, under and by virtue of the laws of this State, do hereby voluntarily associate ourselves together for the purpose of forming a private corporation under the terms and conditions hereinafter set out, as follows:

I.

The name of this corporation is Brown & Root, Inc.

II.

The purpose for which it is formed is to contract for the erection, construction or repair of any building, structure or improvement, public or private, and erect, construct or repair same, or any part thereof, and to acquire, own, prepare for use any materials for said purposes.

III.

The places where the business of the corporation is to be transacted are at Austin, in Travis County, Texas, and at Houston, in Harris County, Texas, and the principal office and place where the business of the corporation is to be transacted is at Austin, in Travis County, Texas.

IV.

The term for which it is to exist is fifty years.

V.

The number of directors shall be three, and the names and residences of those who are appointees for the first year are as follows:

Herman Brown, Masonic Building, Austin, Travis County, Texas.

Margaret Root Brown, Masonic Building, Austin, Travis County, Texas.

George R. Brown, Post Dispatch Building, Houston Harris County, Texas.

(38)

VI.

The amount of capital stock is Two Hundred Thousand (\$200,000.00) Dollars, - divided into two thousand (2000) shares of One Hundred (\$100.00) Dollars each, - all of which capital stock has been subscribed and paid in as per affidavit attached hereto.

IN TESTIMONY WHEREOF, we hereunto sign our names, this the 25th day of June, A. D. 1929.

Margaret Brown

Margaret Brown

George R. Brown

STATE OF TEXAS,

COUNTY OF TRAVIS.

I, BEFORE ME, Geoffrey Lawrence,

A NOTARY PUBLIC, in and for Travis County, Texas, on this day personally appeared Herman Brown and Margaret Root

Brown, both known to me to be the persons whose names are

subscribed to the foregoing instrument, and acknowledged to

me that they each executed the same for the purposes and

consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS 25th day

of June, A. D. 1929.

Geoffrey Lawrence
NOTARY PUBLIC, TRAVIS COUNTY, TEXAS.

STATE OF TEXAS,

COUNTY OF HARRIS.

I, BEFORE ME, Geoffrey Lawrence,

A NOTARY PUBLIC, in and for Harris County, Texas, on this day

personally appeared George R. Brown, known to me to be the per-

son whose name is subscribed to the foregoing instrument, and

acknowledged to me that he executed the same for the purposes

and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, THIS 27th day of June,

Geoffrey Lawrence
NOTARY PUBLIC, HARRIS COUNTY, TEXAS.

(93-2)

NO. 54601

CHARTER OF

Brown & Root, Inc.
Trustee, Tex.

Capital Stock.....\$ 200000⁰⁰
Filing Fee.....\$ 240⁰⁰
Franchise.....\$ 83¹⁰
Remarks: 50 years
all paid

3-4
FILED IN THE OFFICE OF THE
SECRETARY OF STATE

THIS 2 DAY OF July 19 29

Walter L. Saunders
Secretary of State.

19199

THE STATE OF TEXAS |

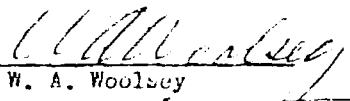
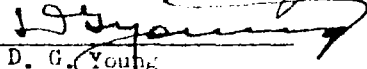
COUNTY OF TRAVIS |

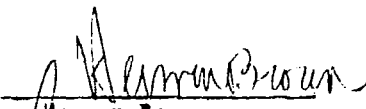
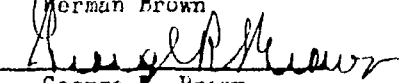
IN WITNESS WHEREOF, I HEREBY CERTIFY:

That at a meeting of the stockholders of Brown & Root, Inc., held at the office of Brown & Root, Inc., in Austin, Texas, on the 10th day of March A. D. 1936, in conformity with the by-laws thereof, ^{all} ~~two-thirds~~ of the stock of said corporation was voted to increase its capital stock from Two Hundred Thousand (\$200,000.00) Dollars to Seven Hundred Thousand (\$700,000.00) Dollars.

Now, therefore, we, the board of directors of said corporation, in compliance with the action of the stockholders, have this 10th day of March, A. D. 1936, increased the capital stock from Two Hundred Thousand (\$200,000.00) Dollars to Seven Hundred Thousand (\$700,000.00) Dollars; and we certify that all of said increased capital stock has been subscribed, and fifty percent paid in, as per affidavit hereto attached.

In testimony whereof, we hereunto sign our names, this 10th day of March, A. D. 1936.


W. A. Woolsey

D. G. Young


Herman Brown

George R. Brown

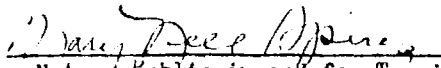
State of Texas |

County of Travis |

Before me, the undersigned authority in and for Travis County, Texas, on this day personally appeared Herman Brown, George R. Brown, W. A. Woolsey and D. G. Young, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this the 10th day of March, A. D. 1936.




Notary Public in and for Travis
County, Texas.

1-4

5-1

AMENDMENT

NO. 54601

CHARTER OF

Brown + Root

Inc -

Austin, Texas
Increase Capital Stock
from \$200,000.00
to

Capital Stock.....\$ 700,000.00

Filing Fee.....\$ 50.00

Franchise.....\$ None

Remarks: _____

\$150,000.00 of increase
paid in

FILED IN THE OFFICE OF THE
 SECRETARY OF STATE

THIS 13 DAY OF March 19 36

J. B. Stanford
 Secretary of State.

1919

approved
12-31-42
H. A. Woolsey

That at a special meeting of the stockholders of
the said corporation hereinafter referred to, held
and conducted under the laws of the State of Texas, called
and held in conformity with the by-laws of said corporation
for the purpose of voting upon the resolution hereinafter re-
ferred to, held in the office of said corporation on December
29, 1942, all of the outstanding stock of said corporation
was voted in favor of a resolution authorizing the president
of the corporation of said corporation in the manner hereinafter
set forth.

That, therefore, we, Herman Louis Brown and
George A. Woolsey, all citizens of the State of Texas, con-
stituting the entire Board of Directors of said corporation,
in furtherance of such action of said stockholders, do hereby
extend the charter of said corporation so that there be its
authorized capital stock from Seven hundred thousand (\$700,000.00)
dollars to one million (\$1,000,000.00) dollars, which additional
stock is divided into three thousand (3,000) shares of common
stock, each of the par value of one hundred (\$100.00) dollars,
all of which additional stock has been paid, authorized and paid
in full further shown by affidavit hereto attached.

And Section 6 of the Charter of said Corporation
shall hereafter read and be as follows:

"The entire sum of one million (\$1,000,000.00) dollars, divided into ten thousand (10,000) shares, each of the par value of one hundred (\$100.00) dollars, all of which capital stock has been fully paid and is shown in proper affidavit attached hereto".

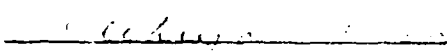
Witness my hand and seal of office at Houston, Texas, on this
the 31st day of December, 1942.

Herman Louis Brown
Herman Louis Brown
George A. Woolsey
George A. Woolsey
W. A. Woolsey
W. A. Woolsey
Director of the Corporation

STATE OF TEXAS :
COUNTY OF HARRIS :

Whereas, the undersigned authority, on this day personally appeared William Brown, George R. Brown and J. A. Woolsey, and in testimony to be the persons whose names are subscribed to the foregoing instrument, and to complete the entire Board of Directors of Brown & Root, Inc., and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 29th day of December, A.D. 1944.


Notary Public, Harris County, Texas.



AMENDMENT

NO. 54601

CHARTER OF

BROWN & ROOT, INC.

Austin, Texas

Inc. c/s from \$700,000.00 to

Capital Stock - - - - \$ 1,000,000.00

Filing Fee - - - - \$ 340.00

Franchise - - - - \$

Remarks: All paid in

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

THIS 31st DAY OF December 1912.

01289-1040-1m

19199

Secretary of State.

200